

CORPORATE OFFICE PROPERTIES TRUST  
Form 4  
February 20, 2014

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HAMLIN CLAY W III

2. Issuer Name and Ticker or Trading Symbol  
CORPORATE OFFICE PROPERTIES TRUST [OFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6711 COLUMBIA GATEWAY DRIVE, SUITE 300

02/18/2014

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

COLUMBIA, MD 21046

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Units-COPLP	02/18/2014		C		300	D	(4)	986,509	I	See Footnote (3)
Common Shares-COPT	02/18/2014		M		300	A	(1)	11,690	I	See Footnote (2)
Common Shares-COPT	02/18/2014		S		300	(5)	D	\$ 27 11,390	D	
Common Units-COPLP	02/19/2014		C		12,549	D	(4)	973,960	I	See Footnote

Common Shares-COPT	02/19/2014	M	12,549	A	<u>(1)</u>	23,939	I	(7) See Footnote (6)
Common Shares-COPT	02/19/2014	S	<u>12,549</u> (5)	D	\$ 27	11,390	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMLIN CLAY W III 6711 COLUMBIA GATEWAY DRIVE SUITE 300 COLUMBIA, MD 21046	X			

## Signatures

Karen M. Singer, by Power of Attorney  
Date: 02/20/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Acquired through conversion of COPLP Units.

(2) These shares are owned as follows: 300 shares are owned by LBCW Limited Partnership as a result of this conversion and 11,390 shares are owned by Clay W. Hamlin, III.

(3) The 986,509 units are owned as follows: 61,442 by Clay W. Hamlin, III; 803,656 by LBCW; L.P.; and 121,411 by Lynn Hamlin.

(4) These COPLP Units were converted into Common Shares of COPT.

(5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by LBCW, L.P. on October 29, 2013.

(6) These shares are owned as follows: 12,549 shares are owned by LBCW Limited Partnership as a result of this conversion and 11,390 shares are owned by Clay W. Hamlin, III

(7) The 973,960 units are owned as follows: 61,442 by Clay W. Hamlin, III; 791,107 by LBCW; L.P.; and 121,411 by Lynn Hamlin.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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